Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE M Form 4 January 10, 1	IANUFACTURII 2006	NG CO									
FORM	ΠД								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHA Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Section 16.				GES IN SECUR		TCLA	AL OW	NERSHIP OF	Expires: January 3 200 Estimated average burden hours per		
Form 4 c Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pur ons Section 17(a) of the Pu	ublic Uti		ding Co	mpan	y Act of	ge Act of 1934, f 1935 or Sectior 40	response	0.5	
(Print or Type	Responses)										
RAYBURN DAVID B Symbol			Symbol MODIN	INE MANUFACTURING CO				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (1	()	3. Date of Month/Da 01/06/20	-	ransaction			X Director X Officer (give below) Presi		Owner er (specify	
				Amendment, Date Original (Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Secu	rities Acc	juired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if 7 y/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Modine common stock	01/06/2006			F	1,182 (1)	D	\$ 33.65	93,240.9638	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Amou Under Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	. ,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
RAYBURN DAVID B								
	Х		President and CEO					
Cianaturaa								

Signatures

/s/D.R. Zakos, Attorney-in-Fact for D. B. 01/10/2006 Rayburn

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares disposed of in a private transaction to issuer to cover tax withholding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.